

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

Objection Date: March 28, 2011
Hearing Deadline: to be scheduled, if necessary

**FORTY-NINTH MONTHLY FEE APPLICATION OF OGILVY RENAULT LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant:	Ogilvy Renault LLP ("OR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	January 1, 2011 to January 31, 2011
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$16,190.00 ²
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$265.67

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² All dollar amounts reflected in this Monthly Fee Application are in Canadian currency.

- 2 -

This is a: X monthly interim final application.

The total time expended for preparation of this fee application is approximately two (2) hours and the corresponding estimated compensation requested is approximately \$360.00³. This is OR's monthly application for interim compensation of services for the interim fee period January 1, 2011 to January 31, 2011 (the "Fee Period").

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁴	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	\$82,090.00	\$665.48
04/24/07	02/01/07-02/28/07	\$45,825.50	\$328.67	n/a	\$328.67
05/10/07 ⁵	02/01/07-02/28/07	\$97.50	\$0.00	\$36,738.40	n/a
05/10/07	03/01/07-03/31/07	\$57,662.00	\$5,125.70	\$46,129.60	\$5,125.70
06/08/07	04/01/07-04/30/07	\$47,014.00	\$1,540.51	\$37,611.20	\$1,540.51
06/27/07	05/01/07-05/31/07	\$21,853.00	\$296.98	\$17,482.40	\$296.98
08/03/07	06/01/07-06/30/07	\$34,799.00	\$2,223.81	\$27,839.20	\$2,223.81
08/28/07	07/01/07-07/31/07	\$85,426.50	\$206.43	\$68,341.20	\$206.43
09/24/07	08/01/07-08/31/07	\$74,819.50	\$335.00	\$59,855.60	\$335.00
11/08/07	09/01/07-09/30/07	\$104,938.00	\$104,661.80	\$83,950.40	\$104,661.80
11/20/07	10/01/07-10/31/07	\$87,103.50	\$488.03	\$69,682.80	\$488.03
01/11/08	11/01/07-11/30/07	\$77,944.00	\$6,166.86	\$62,355.20	\$6,166.86
01/28/08	12/01/07-12/31/07	\$8,348.50	\$99.93	\$6,678.80	\$99.93
02/28/08	01/01/08-01/31/08	\$10,198.50	\$88.70	\$8,158.80	\$88.70
04/01/08	02/01/08-02/29/08	\$24,299.50	\$449.80	\$19,439.60	\$449.80
04/24/08	03/01/08-03/31/08	\$45,098.50	\$1,296.53	\$36,078.80	\$1,296.53
05/15/08	04/01/08-04/30/08	\$50,569.50	\$2,757.72	\$40,455.60	\$2,757.72

³ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in OR's subsequent fee applications.

⁴ The "Approved Fees" amount represents 80% of the fees requested by OR.

⁵ This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

- 3 -

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁴	Approved Expenses
06/20/08	05/01/08-05/31/08	\$87,505.50	\$1,965.87	\$70,004.40	\$1,965.87
07/31/08	06/01/08-06/30/08	\$64,835.50	\$316.78	\$51,868.40	\$316.78
08/26/08	07/01/08-07/31/08	\$56,187.00	\$76.66	\$44,949.60	\$76.66
09/22/08	08/01/08-08/31/08	\$107,954.50	\$573.95	\$86,363.60	\$573.95
10/31/08	09/01/08-09/30/08	\$223,082.00	\$3,009.77	\$178,465.60	\$3,009.77
11/18/08	10/01/08-10/31/08	\$46,804.00	\$566.87	\$37,448.20	\$566.87
01/06/09	11/01/08-11/30/08	\$18,141.00	\$293.58	\$14,512.80	\$293.58
01/29/09	12/01/08-12/31/08	\$5,222.00	\$101.31	\$4,177.00	\$101.31
02/19/09	01/01/09-01/31/09	\$7,232.00	\$34.48	\$5,785.60	\$34.48
03/19/09	02/01/09-02/28/09	\$20,934.00	\$217.02	\$16,747.20	\$217.02
04/16/09	03/01/09-03/31/09	\$29,166.00	\$674.25	\$23,332.80	\$674.25
06/02/09	04/01/09-04/30/09	\$18,798.50	\$37.33	\$15,038.80	\$37.33
06/16/09	05/01/09-05/31/09	\$5,743.00	\$28.75	\$4,594.40	\$28.75
07/22/09	06/01/09-06/30/09	\$8,340.50	\$145.70	\$6,672.40	\$145.70
08/21/09	07/01/09-07/31/09	\$15,320.52	\$200.52	\$12,256.42	\$200.52
09/23/09	08/01/09-08/31/09	\$3,558.00	\$57.51	\$2,846.40	\$57.51
10/26/09	09/01/09-09/30/09	\$32,965.50	\$926.42	\$26,372.40	\$926.42
12/02/09	10/01/09-10/31/09	\$50,301.50	\$485.51	\$40,241.20	\$485.51
12/17/09	11/01/09-11/30/09	\$29,593.50	\$214.69	\$23,674.80	\$214.69
02/02/10	12/01/09-12/31/09	\$80,158.50	\$535.59	\$64,126.80	\$535.59
02/23/10	01/01/10-01/31/10	\$80,809.50	\$556.77	\$64,647.60	\$556.77
03/31/10	02/01/10-02/28/10	\$96,649.00	\$3,072.97	\$77,319.20	\$3,072.97
04/28/10	03/01/10-03/31/10	\$9,870.50	\$199.07	\$7,824.40	\$199.07
06/02/10	04/01/10-04/30/10	\$2,585.00	\$65.10	\$2,068.00	\$65.10
07/07/10	05/01/10-05/31/10	\$1,876.50	\$74.52	\$1,501.20	\$74.52
08/06/10	06/01/10-06/30/10	\$505.00	\$30.81	\$404.00	\$30.81
09/07/10	07/01/10-07/31/10	\$7,259.00	\$30.67	\$5,807.20	\$30.67
10/13/10	08/01/10-08/31/10	\$4,319.50	\$219.33	\$3,455.60	\$219.33
11/01/10	09/01/10-09/30/10	\$715.50	\$30.49	\$572.40	\$30.49
12/07/10	10/01/10-10/31/10	\$1,019.50	\$30.67	\$815.60	\$30.67
01/04/11	11/01/10-11/30/10	\$1,774.50	\$61.62	\$1,419.60	\$61.62
02/02/11	12/01/10-12/31/10	\$7,476.50	\$109.54	\$5,981.20	\$109.54

- 4 -

OR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed⁶	Compensation
Derrick Tay	Partner, Year of Call to the Ontario Bar – 1981	\$1,100.00	0.60	\$660.00
Orestes Pasparakis	Partner, Year of Call to the Ontario Bar – 1995	\$800.00	11.60	\$9,280.00
Adrienne Glen	Associate, Year of Call to the Ontario Bar – 2009	\$310.00	19.0	\$5,890.00
Katie Legree	Law Clerk, n/a	\$180.00	2.0	\$360.00

Total Fees: \$16,190.00

Total Hours: 33.20

Blended Rate: \$487.65

TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0001	Chapter 11 Proceedings, General Matters	33.20	\$16,190.00
Total		33.20	\$16,190.00

EXPENSE SUMMARY

Invoice No. 1056697 (Chapter 11 Proceedings, General Matters – File No. 01016442-0001)

Description	Timekeeper	Amount
Courier Service – FedEx	Derrick Tay	\$32.37
Filing Fee – Notice of Motion	Adrienne Glen	\$127.00
Copies	Adrienne Glen	\$1.60
Copies	Adrienne Glen	\$4.70

⁶ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

- 5 -


Description	Timekeeper	Amount
Process Server Fees – KAP Litigation Services	Adrienne Glen	\$50.00
Process Server Fees – KAP Litigation Services	Adrienne Glen	\$50.00

Expense Category	Total Expenses
Courier Services – Fed Ex	\$32.37
Filing Fees	\$127.00
Copies	\$6.30
Process Server Fees	\$100.00
Total	\$265.67

WHEREFORE, OR respectfully requests that (a) an allowance be made to it, as fully described above for (i) 80% of the amount of \$16,190.00 for reasonable and necessary professional services that OR has rendered to the Debtors during the Fee Period (\$12,952.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by OR during the Fee Period (\$265.67); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

Dated: March 7, 2011

OGILVY RENAULT LLP



Teresa J. Walsh LSUC#: 385140
Suite 3800, 200 Bay Street
Royal Bank Plaza, South Tower
Toronto, Ontario, Canada M5J 2Z4
Telephone: (416) 216-4080
Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in
Possession

VERIFICATION

PROVINCE OF ONTARIO :

CITY OF TORONTO :

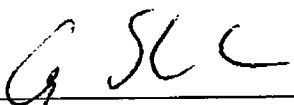
Teresa J. Walsh, after being duly sworn according to law, deposes and says:

(a) I am a partner with the law firm of Ogilvy Renault LLP ("OR").

(b) I am familiar with the legal services rendered by OR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of OR.

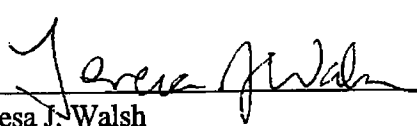
(c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before
me this 7 day of March, 2011.



A Commissioner for Taking
Affidavits

Greg Sheahan



Teresa J. Walsh

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
		Objection Date: March 28, 2011
		Hearing Deadline: to be scheduled, if necessary

**FEE DETAIL FOR OGILVY RENAULT LLP'S FORTY-NINTH MONTHLY FEE
APPLICATION FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR
THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

OGILVY
RENAULT

Client: W.R. GRACE & CO.
RE: Chapter 11 Proceedings, General Matters
Matter No.: 01016442-0001

February 9, 2011
INVOICE: 1056697

100035

GST: R111340006

W.R. GRACE & CO.
7500 Grace Drive
Columbia, Maryland 21044 U.S.A.

Attention: Richard Finke
Senior Litigation Counsel

For professional services rendered and disbursements incurred
for the period ending January 31, 2011

FEES	\$16,190.00
DISBURSEMENTS (Taxable)	0.00
DISBURSEMENTS (Non Taxable)	265.67
GST	0.00
TOTAL FOR THIS INVOICE	\$16,455.67

TOTAL IN US FUNDS: \$16,133.01

Payable upon receipt

Please remit by Bank Transfer to
RBC Financial Group, Main Branch, Royal Bank Plaza, Toronto, Ontario, CANADA
Bank 003, Transit 00002, Acc. No. 106-030-0
ABA # 021000021
Swift Code # ROYCCAT2
including invoice number on transfer order.

OGILVY RENAULT LLP / S.E.N.C.R.L., s.r.l.

Suite 3800
Royal Bank Plaza, South Tower
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4
CANADA

T: 416.216.4000
F: 416.216.3930
toronto@ogilvyrenault.com

ogilvyrenault.com


 OGILVY
RENAULT

W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters

FEE DETAIL

Date	Timekeeper	Description	Hours	Amount
1/1/11	Orestes Pasparakis	Following-up on status (0.30); considering court report (0.40).	0.70	\$560.00
3/1/11	Katie Legree	Preparing 47th Monthly Fee Application (0.70); forwarding same to R. Finke for comment (0.10).	0.80	\$144.00
4/1/11	Adrienne Glen	Attending to correspondence regarding booking court time for January 17th hearing (0.30); reviewing draft Canadian Amendment and providing comments on same (0.70); revising court documents for January 17th motion (2.20).	3.20	\$992.00
4/1/11	Orestes Pasparakis	Reviewing agreement (0.60); following-up on court (0.50); considering Court materials (0.30).	1.40	\$1,120.00
4/1/11	Katie Legree	Finalizing 47th Monthly Fee Application (0.10); forwarding same to L. Oberholzer for service and filing (0.10); forwarding same to fee auditor (0.10).	0.30	\$54.00
5/1/11	Orestes Pasparakis	Reviewing position on minutes (0.60); considering next steps (0.40).	1.00	\$800.00
5/1/11	Adrienne Glen	Reviewing and providing comments on final draft of Amendment to Amended Canadian Minutes of Settlement (0.40); reviewing final version of Amendment (0.40); attending to various correspondence regarding same (0.20).	1.00	\$310.00
6/1/11	Orestes Pasparakis	Reviewing and responding to email.	0.60	\$480.00
6/1/11	Adrienne Glen	Drafting 35th Report (2.70); reviewing comments provided by CCAA Representative Counsel and providing comments on same (0.80); reviewing various correspondence regarding CCAA Representative's comments (0.20).	3.70	\$1,147.00

INVOICE: 1056697


 OGILVY
RENAULT

W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters

Date	Timekeeper	Description	Hours	Amount
7/1/11	Adrienne Glen	Attending to correspondence regarding Amendment to Canadian ZAI Minutes of Settlement (0.30); attending to correspondence regarding execution of Amendment and next steps (0.20).	0.50	\$155.00
7/1/11	Orestes Pasparakis	Reviewing final document (0.20); considering next steps (0.30); reviewing report (0.30); following-up with team (0.30).	1.10	\$880.00
10/1/11	Adrienne Glen	Reviewing correspondence, and correspondence regarding Amendment to Canadian Amended Minutes of Settlement.	0.50	\$155.00
10/1/11	Orestes Pasparakis	Revising court materials (1.00); emailing Stakeholders (0.80).	1.80	\$1,440.00
11/1/11	Orestes Pasparakis	Following-up on reports (0.40); reviewing client emails (0.30).	0.70	\$560.00
11/1/11	Adrienne Glen	Revising motion materials and report, and correspondence regarding same (2.40); participating in discussion with O. Pasparakis regarding revisions to materials (0.30).	2.70	\$837.00
12/1/11	Orestes Pasparakis	Following-up on court hearing (0.30); finalizing report (0.30); attending to emails regarding Crown's position (0.20).	0.80	\$640.00
12/1/11	Adrienne Glen	Reviewing comments on Information Officer's Report and revising report (2.50); finalizing and preparing motion materials and serving motion record (0.70).	3.20	\$992.00
13/1/11	Derrick C. Tay	Reviewing materials for amendment of settlement agreement.	0.60	\$660.00
17/1/11	Orestes Pasparakis	Preparing for court (1.00); attending at court (1.50); reporting to client (0.30).	2.80	\$2,240.00
17/1/11	Adrienne Glen	Preparing for and attending at Court for Grace motion (3.50); serving Order and Endorsement and attending to correspondence regarding granting of Order (.20).	3.70	\$1,147.00

INVOICE: 1056697


 OGILVY
RENAULT

W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters

Date	Timekeeper	Description	Hours	Amount
24/1/11	Orestes Pasparakis	Reviewing email from J. Baer (0.20); forwarding responding email to J. Baer (0.20); considering position and following-up (0.30).	0.70	\$560.00
31/1/11	Katie Legree	Preparing 48th Monthly Fee Application (0.80); forwarding same to R. Finke for comment (0.10).	0.90	\$162.00
31/1/11	Adrienne Glen	Reviewing U.S. confirmation order and correspondence regarding same.	0.50	\$155.00
TOTAL FEES				\$16,190.00

DISBURSEMENTS - NON TAXABLE

Copies	6.30
Courier service	32.37
Process server fee	100.00
Filing notice of motion	127.00
	<hr/>
	\$265.67